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REISSUE APPLICATION DECLARATION BY THE INVENTOR

Docket Number (Optional)

B2745.0028/P0028

I hereby declare that:

Each inventor's residence, mailing address and citizenship are stated below next to their name.

I believe the inventors named below to be the original and first inventor(s) of the subject matter which is described and claimed in patent number 6,285,987, granted September 4, 2001 and for which a reissue patent is sought on the invention entitled

INTERNET ADVERTISING SYSTEM

the specification of which

☐ is attached hereto.

☒ Was filed on September 4, 2003 as reissue application number Not Yet Assigned
and was amended on September 4, 2003
(If applicable)

I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56.

☐ I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b). Attached is form PTO/SB/02B (or equivalent) listing the foreign applications.

I verily believe the original patent to be wholly or partly inoperative or invalid, for the reasons described below. (Check all boxes that apply.)

☐ by reason of a defective specification or drawing.

☒ by reason of the patentee claiming more or less than he had the right to claim in the patent.

☐ by reason of other errors.

At least one error upon which reissue is based is described below. If the reissue is a broadening reissue, such must be stated with an explanation as to the nature of the broadening:

Applicants claimed less than they had the right to claim in prosecution of this patent application. Specifically, limitations such as "storing advertisements in a data base on a first server, said web pages having HTML references to said first server, maintaining a data base of information on viewers" in claim 6 and "storing advertisements on a first server, said web pages having HTML references to said first server, storing a data base of information on viewers and on the web sites that have been accessed by particular browsers" in claim 13 unduly limit the scope of protectable subject matter.

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(REISSUE APPLICATION DECLARATION BY THE INVENTOR, page 2)

Docket Number (Optional)
B2745.0028/P0028

All errors corrected in this reissue application arose without any deceptive intention on the part of the applicant.

Note: To appoint a power of attorney, use form PTO/SB/81.

Correspondence Address: Direct all communications about the application to:

☐ Customer Number:

OR

☒ Firm or Individual Name
DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP
Ian R. Blum

Address	1177 Avenue of the Americas 41st Floor		
City	New York	State	NY
Country	US		
Telephone	(212) 835-1400	Fax	(212) 997-9880

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine and imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this declaration is directed.

Full name of sole or first inventor (given name, family name)

David W. Roth

Inventor's signature	Date
----------------------	------

Residence San Francisco, California	Citizenship US
--	-------------------

Mailing Address
3650 Fillmore Street, #304; San Francisco, California 94123

Full name of second joint inventor (given name, family name)

Dylan Salisbury

Inventor's signature	Date
----------------------	------

Residence San Francisco, California	Citizenship US
--	-------------------

Mailing Address
2854 Golden Gate Ave.; San Francisco, California 94118

Full name of third joint inventor (given name, family name)

Inventor's signature	Date
----------------------	------

Residence	Citizenship
-----------	-------------

Mailing Address

☐ Additional joint inventors or legal representative(s) are named on separately numbered sheets forms PTO/SB/02A or 021LR attached hereto.

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

REISSUE APPLICATION DECLARATION BY THE ASSIGNEE		Docket Number (optional) B2745.0028/P0028
I hereby declare that: The residence, mailing address and citizenship of the inventors are stated below. I am authorized to act on behalf of the following assignee: <u>BEH Investments LLC</u> and the title of my position with said assignee is: <u>President</u> The entire title to the patent identified below is vested in said assignee.		
Inventor <u>David W. Roth</u>	Citizenship <u>US</u>	
Residence/Mailing Address <u>San Francisco, California</u> <u>3650 Fillmore Street, #304; San Francisco, California 94123</u>		
Inventor <u>Dylan Salisbury</u>	Citizenship <u>US</u>	
Residence/Mailing Address <u>San Francisco, California</u> <u>2854 Golden Gate Ave.; San Francisco, California 94118</u>		
<input type="checkbox"/> Additional Inventors are named on separately numbered sheets attached hereto.		
Patent Number <u>6285987</u>	Date of Patent Issued <u>September 4, 2001</u>	
Title of Invention <u>INTERNET ADVERTISING SYSTEM</u>		
I believe said inventor(s) to be the original and first inventor(s) of the subject matter which is described and claimed in said patent, for which a reissue patent is sought on the invention entitled: <u>INTERNET ADVERTISING SYSTEM</u> the specification of which <input checked="" type="checkbox"/> is attached hereto. <input type="checkbox"/> was filed on _____ as reissue application number _____ and was amended on _____ (If applicable) I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above. I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56. <input type="checkbox"/> I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b). Attached is form PTO/SB/02B (or equivalent) listing the foreign applications. I verily believe the original patent to be wholly or partly inoperative or invalid, for the reasons described below. (Check all boxes that apply.) <input type="checkbox"/> by reason of a defective specification or drawing. <input checked="" type="checkbox"/> by reason of the patentee claiming more or less than he had the right to claim in the patent. <input type="checkbox"/> by reason of other errors.		

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

REISSUE APPLICATION DECLARATION BY THE ASSIGNEE

Docket Number (Optional)
B2745.0028/P0028

At least one error upon which reissue is based is described as follows:

Applicants claimed less than they had the right to claim in prosecution of this patent application. Specifically, limitations such as "storing advertisements in a data base on a first server, said web pages having HTML references to said first server, maintaining a data base of information on viewers" in claim 6 and "storing advertisements on a first server, said web pages having HTML references to said first server, storing a data base of information on viewers and on the web sites that have been accessed by particular browsers" in claim 13 unduly limit the scope of protectable subject matter.

[Attach additional sheets, if needed.]

All errors corrected in this reissue application arose without any deceptive intention on the part of the applicant.

I hereby appoint:

☒ Practitioners at Customer Number:

32172

OR

☐ Practitioner(s) named below:

Name(s)	Registration Number	Name(s)	Registration Number

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Correspondence Address: Direct all communications about the application to:

☐ Customer Number

OR

☒ Firm or Individual Name

DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP
Ian R. Blum

Address	1177 Avenue of the Americas, 41st Floor		
City	New York	State	NY
Country	US	Telephone	(212) 835-1400
		Fax	(212) 997-9880

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine and imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this declaration is directed.

Full name of person signing (given name, family name) Benzion A. Wachsman

Signature *Benzion Wachsman*

Date
September 3, 2003

Address of Assignee
1652 48th Street
Brooklyn, New York 11204

Docket No.: B2745.0028/P0028

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Reissue, Application of:
David W. Roth, et al.

Original Patent No.: 6,285,987

Confirmation No.:

Issued: September 4, 2001

Art Unit: N/A

For: INTERNET ADVERTISING SYSTEM

Examiner: Not Yet Assigned

CONSENT OF ASSIGNEE TO REISSUE
PURSUANT TO 37 C.F.R. § 1.172(A)

U.S. Patent and Trademark Office
2011 South Clark Place
Customer Window, Mail Stop Reissue
Crystal Plaza Two, Lobby, Room 1B03
Arlington, VA 22202

Dear Sir:

BEH Investments LLC, assignee of the entire interest in the above-mentioned letters patent, by the undersigned, whose title is listed below and who is authorized to act on behalf of the Assignee, hereby consents to the above-identified reissue application.

Dated: September 3, 2003

Benzion Wachsman
Name: Benzion A. Wachsman
Title: President

Docket No.: B2745.0028/P0028

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Reissue Application of:
David W. Roth, et al.

Original Patent No.: 6,285,987

Confirmation No.:

Issued: September 4, 2001

Art Unit: N/A

For: INTERNET ADVERTISING SYSTEM

Examiner: Not Yet Assigned

CERTIFICATION OF ASSIGNEE PURSUANT TO 37 C.F.R. § 3.73(B)

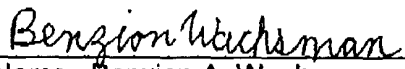
U.S. Patent and Trademark Office
2011 South Clark Place
Customer Window, Mail Stop Reissue
Crystal Plaza Two, Lobby, Room 1B03
Arlington, VA 22202

Dear Sir:

In accordance with 37 C.F.R. § 3.73(b), the undersigned assignee hereby establishes its ownership of the above-identified Letters Patent and states that documentary evidence as to such ownership is attached hereto in the form of an Assignment of Patent Rights to BEH Investments LLC.

Dated: September 3, 2003

BEH INVESTMENTS, LLC


Name: Benzion A. Wachsman
Title: President

RECORDATION FORM COVER SHEET
U.S. DEPARTMENT OF COMMERCE, Patent and Trademark Office

PATENTS ONLY

To the Director of Patents and Trademarks: Please record the attached original documents or copy thereof

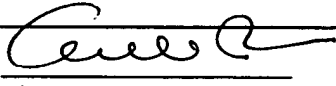
1. Name of conveying party(ies): Engage, Inc.		2. Name and address of receiving party(ies) Name: <u>BEH Investments LLC</u>	
Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Street Address: 1652 48 th Street City: Brooklyn, NY 11204	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name			
Execution date of Assignment: February 20, 2003			
4. Application numbers or patent numbers: If this document is being filed together with a new application, the execution date of the application is:			
A. Patent Application Serial No: 08/787,979		B. Patent No.(s) 6,285,987	
Additional Numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Andrew L. Reibman, Esq. KENYON & KENYON One Broadway New York, NY 10004		6. Total number of applications and patents involved: 1	
		7. Total fee (37 C.F.R. 3.41) \$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
		8. Deposit account number: 11-0600	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>			
<u>Andrew L. Reibman (Reg. No. 47,893)</u> Name of Person Signing		 Signature	
		<u>March 19, 2003</u> Date	
Total Number of pages including cover sheet, attachments, and document: 4			
OMB No. 0651-0011 (exp. 4/94)			
Mail documents to be recorded with required cover sheet information to:			
Director of Patents and Trademarks B x Assignments Washington DC 20231			

EXHIBIT B

ASSIGNMENT OF PATENT RIGHTS

Whereas, Engage, Inc., a Delaware corporation, with an office at 100 Brickstone Square, Andover, MA 01810, ("SELLER") is the assignee of the Letters Patent and patent applications listed below ("the PATENTS"):

Application No.	Patent No.	Title	Filing Date
08/787,979	6,285,987	Internet Advertising System	1/22/97
09/927,981	ABANDONED	Internet Advertising System	8/10/01
09/216,206		Optimized Internet Advertising Using History to Select Sites	12/18/98
09/372,416		Easily Modifiable Macro Tag for Internet Advertising	8/11/99
60/076,179	Expired	System and Method for Building User Profiles	2/27/98
60/076,404	Expired	System and Method for Building User Profiles	2/27/98
09/258,779	6,415,322	Dual/Blind Identification	2/26/99
10/151,794		Dual/Blind Identification	5/21/02
09/258,233		System and Method for Building User Profiles	2/26/99
09/494,412	ABANDONED	System and Method for Inferring Demographic Profiles	1/31/00

Whereas, BEH Investments LLC, a Delaware Limited Liability Corporation, having an office at 1652 48th Street, Brooklyn, NY 11204 ("PURCHASER"), is desirous of acquiring the right, title and interest in, to the PATENTS and the inventions disclosed therein.

In consideration of good and valuable consideration, the receipt of which is hereby acknowledged, SELLER hereby sells, assigns, and transfers to PURCHASER, and its successors and assigns, its entire right, title, and interest in and to any and all inventions that are disclosed in the PATENTS and in and to all divisional, continuing, substitute, renewal, reissue, and all other patent applications that have been or shall be filed in the United States and all foreign countries on any of said inventions; and in and to all original and reissued patents that have been or shall be issued in the United States and all foreign countries on said inventions; and in and to all rights of priority resulting from the filing of said PATENTS.

And, SELLER hereby agrees that PURCHASER, and its successors and assigns, may apply for and receive a patent or patents for said inventions in its own name; and that, when requested, without charge to, but at the expense of, PURCHASER, its successors and assigns, to

carry out in good faith the intent and purpose of this ASSIGNMENT OF PATENT RIGHTS, the SELLER will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all said inventions; execute all rightful oaths, declarations, assignments, powers of attorney, and other papers; communicate to PURCHASER, and its successors and assigns, all facts known to the undersigned relating to said inventions and the history thereof; and generally assist PURCHASER, its successors, assigns, or representatives in securing and maintaining proper patent protection for said inventions and for vesting title to said inventions, and all applications for patents and all patents on said inventions, in PURCHASER, and its successors and assigns.

And, SELLER, hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all Patents of the United States on said inventions to PURCHASER as assignee of its entire interest.

In Witness Whereof, the parties, by their duly authorized representatives, have executed this ASSIGNMENT OF PATENT RIGHTS.

DATE: February 20, 2003

By: Engage, Inc.

Signature: [Signature]

Printed/Typed Name: Daniel Carroll

Title: General Counsel

ACKNOWLEDGED BEFORE:

Name: Lesley-Ann Casciano

Signature: [Signature]

Title: Director, Human Resources

DATE: _____, 2003

By: BEH Investments LLC

Signature: _____

Printed/Typed Name: _____

Title: _____

ACKNOWLEDGED BEFORE:

Name: _____

Signature: _____

Title: _____

carry out in good faith the intent and purpose of this ASSIGNMENT OF PATENT RIGHTS, the SELLER will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all said inventions; execute all rightful oaths, declarations, assignments, powers of attorney, and other papers; communicate to PURCHASER, and its successors and assigns, all facts known to the undersigned relating to said inventions and the history thereof; and generally assist PURCHASER, its successors, assigns, or representatives in securing and maintaining proper patent protection for said inventions and for vesting title to said inventions, and all applications for patents and all patents on said inventions, in PURCHASER, and its successors and assigns.

And, SELLER, hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all Patents of the United States on said inventions to PURCHASER as assignee of its entire interest.

In Witness Whereof, the parties, by their duly authorized representatives, have executed this ASSIGNMENT OF PATENT RIGHTS.

DATE: _____, 2003

By: **Engage, Inc.**

Signature: _____

Printed/Typed Name:

Title:

ACKNOWLEDGED BEFORE:

Name:

Signature: _____

Title:

DATE: February 20, 2003

By: **BEH Investments LLC**

Signature: Benzion Wachsman

Printed/Typed Name: Benzion A. Wachsman

Title: Manager

ACKNOWLEDGED BEFORE:

Name: Yitty Eichenstein

Signature: Yitty Eichenstein

Title:

Docket No.: B2745.0028/P0028

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re: Reissue, Application of:
David W. Roth, et al.

Original Patent No.: 6,285,987

Confirmation No.:

Issued: September 4, 2001

Art Unit: N/A

For: INTERNET ADVERTISING SYSTEM

Examiner: Not Yet Assigned

OFFER TO SURRENDER PATENT
UNDER 37 C.F.R. § 1.178

U.S. Patent and Trademark Office
2011 South Clark Place
Customer Window, Mail Stop Reissue
Crystal Plaza Two, Lobby, Room 1B03
Arlington, VA 22202

Dear Sir:

The undersigned assignee of the above-identified application for the reissue of letters patent entitled INTERNET ADVERTISING SYSTEM, Patent No. 6,285,987, granted to David William Roth, et al. on September 4, 2001, of which BEH Investments LLC is now sole owner by assignment, and on whose behalf and with whose consent the above-identified application is made, hereby offers to surrender said letters patent.

Dated: September 3, 2003

BEH INVESTMENTS LLC

Benzion Wachsman
Name: Benzion A. Wachsman
Title: President